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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

DPH HOLDINGS CORP, et al.,

Debtors.

Chapter 11
Case No. 05-44481 (RDD)
Jointly Administered

DELPHI AUTOMOTIVE SYSTEMS, LLC,

Plaintiff,

Adv. Pro. No. 07-02672 (RDD)

vs.

TECHCENTRAL, LLC,

Defendant.

**JOINDER IN SUR-REPLIES AND OPPOSITIONS TO REORGANIZED DEBTORS'
MOTION FOR LEAVE TO FILE AMENDED COMPLAINT**

Defendant TechCentral, LLC ("TechCentral") for its Joinder In Sur-Replies And Oppositions To Reorganized Debtors Motion For Leave To File Amended Complaint, joins in and adopts the arguments raised by other defendants in opposition to Reorganized Debtors' Motion For Leave To File Amended Complaint, including specifically the following:

1. Affinia Group Holding, Inc.'s And Brake Parts Inc.'s Brief In Opposition To Reorganized Debtors' Motion For Leave To File Amended Complaints dated November 23, 2010 (Docket 20841).

2. Supplemental Authority In Support Of Affinia Group Holding Inc.'s And Brake Part Inc.'s Brief In Opposition To Reorganized Debtors' Motion For Leave To File Amended Complaints dated December 16, 2010 (Docket 21010).

3. MSX International, Inc's Brief In Opposition To Reorganized Debtor's Motion For Leave To File Amended Complaint dated November 23, 2010 (Docket 20857).

4. Sur-Reply of Johnson Controls, Johnson Controls Battery Group, And Johnson Controls, Inc. In Further Opposition To Plaintiff's Motion For Leave To File A First Amended Complaint dated June 13, 2011 (Docket 21312).

5. Methode Electronics, Inc.'s Sur-Reply In Support Of Its Objection To The Reorganized Debtors' Motion For Leave To File Complaint dated June 14, 2011 (Docket 21319).

6. Sur-Reply and Joinder of Victory Packaging LP In Further Support Of Its Opposition To The Reorganized Debtors' Motion For Leave To File Amended Complaints dated June 14, 2011 (Docket 21326).

7. Sur-Reply of the Timken Company And The Timken Corporation In Further Opposition To Reorganized Debtors' Motion For Leave To File Amended Complaints dated June 14, 2011 (Docket 21329).

In particular, TechCentral joins in the arguments that Plaintiffs did not comply with this Court's order with respect to alleging antecedent debt and did not allege antecedent debt in compliance with the standards of *Twombly* and *Iqbal*.

For example, the Proposed Amended Complaint against TechCentral is based on an Exhibit 1 which purports to satisfy the antecedent debt pleading requirements. Exhibit 1 does not adequately plead antecedent debt for the reasons previously briefed by TechCentral and in the papers joined in above. For example, Plaintiffs allege in Exhibit 1 that the "Obligor" and

Transferring Entity” for every transfer was “DAS LLC”. Exhibit 1 contradicts that by stating the “Contracting Entity/Entities” were three separate entities, “DAS LLC, Diesel Systems, Delphi Technologies.” Plaintiffs were required to identify the precise contracting entity, and not create a guessing game by including two entities who are not the Obligor, Transferring Entity or even the proposed Plaintiff.

Further, despite the statements on Exhibit 1, large transfers were not EFTs from DAS LLC but were wire transfers from Delphi Corporation.

The largest transfer at issue, \$15,000,000.00 on 10/6/2005, has no antecedent debt information at all; the box entitled “Purchase Order/Invoice Number/Antecedent Debt” is blank.

Also, the antecedent debt information at times is pure gibberish – see the Purchase Order/Invoice Number/Antecedent Debt entry for a \$851,764.71 transfer on 10/6/2005, which Plaintiffs allege erroneously is an invoice.

To illustrate these points, the last page of the Exhibit 1 to the Proposed Amended Complaint against TechCentral is attached as Exhibit A hereto.

For the forgoing reasons, the Reorganized Debtors’ motion for leave to file the amended complaint against TechCentral should be denied.

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9248758.1

EXHIBIT A

EXHIBIT 1
Delphi Automotive Systems, LLC v. Tech Central
Adv. Pro. No. 07-02672 [RDD]

Adversary Proceeding No.	Transfer Recipient(s)	Contracting Entity/Entities	Obligor and Transferring Entity	Transfer Dates	Transfer Amounts	Purchase Order/Invoice Number/Antecedent Debt	Purchase Order/Invoice	Transfer Type
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 84,118.53	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 36,487.61	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 155,874.26	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 188,812.88	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 39,569.26	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 13,348.05	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 218,498.00	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 9,190.58	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 28,034.00	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 128,493.38	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 396,361.42	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 43,231.90	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 25,895.51	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 9,117.42	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 7,814.49	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/4/2005	\$ 116,806.62	DWB00252	PO	EFT
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/6/2005	\$ 851,764.71	EW020929200585176471	INVOICE	
07-02672	TECH CENTRAL	DAS LLC, Diesel Systems, Delphi Technologies	DAS LLC	10/6/2005	\$ 15,000,000.00			

Total Amount of Claim= \$ 59,796,196.65